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19 ***Attorneys for Plaintiff Change***  
20 ***Capital Management LLC***

21 **UNITED STATES DISTRICT COURT**  
22 **CENTRAL DISTRICT OF CALIFORNIA**

23 **SOUTHERN DIVISION**

24 CHANGE CAPITAL  
25 MANAGEMENT, LLC,

26 *Plaintiff,*

27 v.

28 THE CHANGE COMPANY CDFI  
29 LLC and CHANGE LENDING,  
30 LLC,

31 *Defendants.*

32 Case No. 8:24-cv-00050-DOC-ADS  
33 **STIPULATED ORDER UNDER**  
34 **FED. R. EVID. 502(d)**

1 IT IS HEREBY STIPULATED by and between Plaintiff Change Capital  
2 Management, LLC (“Change Capital”) and Defendants The Change Company  
3 CDFI LLC (“The Change Company”) and Change Lending, LLC (“Change  
4 Lending” and collectively, “Defendants”), through their respective attorneys of  
5 record, stipulate as follows:

6 WHEREAS, the documents and information, both electronically-stored and  
7 hard copy, produced during discovery in this case may be voluminous given the  
8 complex nature of this case; and

9 WHEREAS, pursuant to Fed. R. Evid. 502(d), the parties seek to ameliorate  
10 costs and risks associated with the production of voluminous documents and  
11 information and resolving disputes regarding privilege,

12 THEREFORE, this Court orders as follows:

13 1. **No Waiver by Disclosure.** This order is entered pursuant to Rule  
14 502(d) of the Federal Rules of Evidence. Subject to the provisions of this Order, if  
15 a party (the “Disclosing Party”) discloses information in connection with the  
16 pending litigation that the Disclosing Party thereafter claims to be privileged or  
17 protected by the attorney-client privilege or work product protection (“Protected  
18 Information”), the disclosure of that Protected Information will not constitute or be  
19 deemed a waiver or forfeiture—in this or any other action, State or Federal—of any  
20 claim of privilege or work product protection that the Disclosing Party would  
21 otherwise be entitled to assert with respect to the Protected Information and its  
22 subject matter.

23 2. **Notification Requirements; Best Efforts of Receiving Party.** A  
24 Disclosing Party must promptly notify the party receiving the Protected Information  
25 (the “Receiving Party”), in writing, that it has disclosed that Protected Information  
26 without intending a waiver by the disclosure. Upon such notification, the Receiving  
27 Party must—unless it contests the claim of attorney-client privilege or work product  
28 protection in accordance with paragraph (3)—promptly (i) notify the Disclosing

1 Party that it will make best efforts to identify and return, sequester or destroy (or in  
2 the case of electronically stored information, delete) the Protected Information and  
3 any reasonably accessible copies it has and (ii) provide a certification that it will  
4 cease further review, dissemination, and use of the Protected Information. Upon  
5 request by the Receiving Party, the Disclosing Party must explain as specifically as  
6 possible why the Protected Information is privileged. For purposes of this Order,  
7 if Protected Information that has been stored on a source of electronically stored  
8 information that is not reasonably accessible, such as backup storage media, is  
9 sequestered, the Receiving Party must promptly take steps to delete or sequester the  
10 restored protected information if and when such data is retrieved.

11       3. **Contesting Claim of Privilege or Work Product Protection.** If the  
12 Receiving Party contests the claim of attorney-client privilege or work product  
13 protection, the Receiving Party must move the Court for an Order compelling  
14 disclosure of the information claimed as unprotected (a “Disclosure Motion”). The  
15 Disclosure Motion must be filed under seal and must not assert as a ground for  
16 compelling disclosure the fact or circumstances of the disclosure. Pending  
17 resolution of the Disclosure Motion, the Receiving Party must not use the  
18 challenged information in any way or disclose it to any person other than those  
19 required by law to be served with a copy of the sealed Disclosure Motion.

20       4. **Stipulated Time Periods.** The parties may stipulate to time periods  
21 for the activity required by paragraphs (2) and (3), but the parties must adhere to  
22 the procedures set forth in Local Rule 37.

23       5. **Attorney’s Ethical Responsibilities.** Nothing in this order overrides  
24 any attorney’s ethical responsibilities to refrain from examining or disclosing  
25 materials that the attorney knows or reasonably should know to be privileged and  
26 to inform the Disclosing Party that such materials have been produced.

1       6.    **Burden of Proving Privilege or Work-Product Protection.** The  
2 Disclosing Party retains the burden—upon challenge pursuant to paragraph (3)—of  
3 establishing the privileged or protected nature of the Protected Information.

4       7.    **In camera Review.** Nothing in this Order limits the right of any party  
5 to petition the Court for an in camera review of the Protected Information.

6       8.    **Voluntary and Subject Matter Waiver.** This Order does not  
7 preclude a party from voluntarily waiving the attorney-client privilege or work  
8 product protection. The provisions of Federal Rule 502(a) apply when the  
9 Disclosing Party uses or indicates that it may use information produced under this  
10 Order to support a claim or defense.

11       9.    **Rule 502(b)(2).** The provisions of Federal Rule of Evidence 502(b)(2)  
12 are inapplicable to the production of Protected Information under this Order.

13       IT IS SO STIPULATED, THROUGH COUNSEL OF RECORD.

1 Date: August 9, 2024  
2  
3 By: /s/ Brendan R. Zee-Cheng  
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***Attorneys for Plaintiff Change Capital  
Management LLC***

**CERTIFICATION**

The undersigned attests that all other signatories listed, and on whose behalf this filing is submitted, concur in this filing's content, and have authorized this filing and the use of their signature.

/s/ Brendan R. Zee-Cheng

**FOR GOOD CAUSE SHOWN, IT IS SO ORDERED.**

Dated: 08/29/2024 \_\_\_\_\_ /s/ Autumn D. Spaeth \_\_\_\_\_

HONORABLE AUTUMN D. SPAETH  
United States Magistrate Judge